



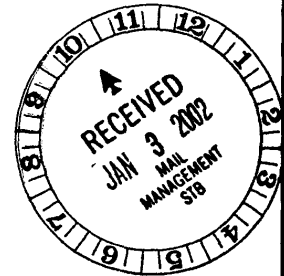
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RECORDATION NO. 20972-W FILED

JAN 03 '02 4:29 PM

SURFACE TRANSPORTATION BOARD



December 28, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 14, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**  
4666 Faries Parkway, Decatur, IL. 62625

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY**, covering 19 hopper cars with reporting marks and numbers – CEFX 15384-GRPX 944496, NOT INCLUSIVE.

Please file this memorandum **THIRD** as a **SECONDARY** document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this JAN 03 '02 day of 4-29 PM  
November 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC. SURFACE TRANSPORTATION BOARD  
Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New  
York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND  
COMPANY, a Delaware corporation, with an address at 4666 Faries Parkway, , Decatur,  
IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar  
Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on  
Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed  
with the Surface Transportation Board on October 28, 1997 as recordation number  
20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease  
and wish to show for the public record the existence of the aforesaid Schedule, the  
respective interests therein of the Parties and a description of the equipment (the  
"Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused  
this Memorandum to be executed by their respective duly authorized officers, as of the  
date first above written

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of  
which are hereby acknowledged by each of the Parties hereto, by this instrument the  
Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance  
with the terms and conditions of the Lease, and the Lessee confirms and accepts such  
terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on  
behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the  
execution of the foregoing instrument was the free act and deed of the Lessor. I further  
declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard Latini  
Name: RICHARD LATINI  
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on  
behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the  
execution of the foregoing instrument was the free act and deed of the Lessee. I further  
declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumayer  
Name: Randy Neumayer  
Title: Senior Vice President-Transportation

**Schedule A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
19	4,750 C.F. covered hopper car with gravity gates and trough hatches	1	CEFX 15384
		2	CEFX 17092
		3	CEFX 17116
		4	CEFX 17138
		5	CEFX 17139
		6	CEFX 17145
		7	CEFX 17161
		8	CEFX 17179
		9	CEFX 17191
		10	CEFX 17196
		11	CEFX 17200
		12	CEFX 17235
		13	CEFX 17706
		14	CEFX 17714
		15	CEFX 17736
		16	CEFX 944302
		17	GRPX 944316
		18	GRPX 944395
		19	GRPX 944496